

WELLINGTON SOCCER CLUB, INC.

A Not-For-Profit Organization

BY-LAWS

ARTICLE 1 – INTRODUCTION

- 1.01 Definition of By-Laws. These By-Laws constitute the code of rules adopted by The Wellington Soccer Club, Inc. (“the Club”) for the regulation and management of its affairs.
- 1.02 Purpose and Powers. The Club will have the purposes and powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

The primary purpose of the Club is to develop and encourage the highest standards conduct, training and dedication of all of our members in the pursuit of developing our soccer program to the highest level of competitiveness in the country; promote and improve the communications and exchange of information and assistance between and among all segments of the club by acquiring, documenting and distributing information regarding our club and any other valuable information relative to the sport of soccer to our club members in a prompt fashion; promote high standards of integrity, ethics, and professionalism by and among all those engaged in the activities of our club and the associated events; promote the activities of the club to newspapers, local television programs and news shows, college and high school coaches in order to strengthen and develop the public standing and economic health of our club and the sport of soccer; and promote and expand the educational and training opportunities available to all levels of the club including players, coaches, referee's and parents.

ARTICLE 2 – MEMBERSHIP

- 2.01 Eligibility for Membership; Voting. Membership in the Club is open to all parents and legal guardians of children who are on the roster of any team established by the Club. Every parent or legal guardian of a team player will become a Member of the Club upon full payment of annual Club fees. For voting purposes, each Club family will be assigned one (1) vote, regardless of the actual number of parents or legal guardians. **An actively** involved volunteer who does not have any child on a Club team, may become an Associate Member of the Club. Each Associate Member shall be entitled to one (1) vote. The annual fees for parent Members and Associate Members will be established annually by the Board of Directors.

ARTICLE 3 – SEASONAL YEAR

- 3.01 Definition. The seasonal year of the organization shall be from June 1 to May 31 of the following year with the primary season conducted between August and March of each year. The Club's By-Laws and Rules and Regulations shall be in effect during the seasonal year.

ARTICLE 4 – BOARD OF DIRECTORS

4.01 General Powers. The affairs of the Club shall be managed by its Board of Directors. The Board of Directors is that group of persons vested with the management of the Club and its affairs, subject to the law, the Articles of Incorporation, and these By-Laws. The Board of Directors shall have the right and authority to suspend, bar completely, or otherwise discipline any player, referee, coach, manager, team assistant, elected or appointed officer or any other member of the Club.

Number, Tenure, Elections and Qualifications. The Club shall have seven (7) Directors. The board of directors shall be comprised of seven (7) of the club's officers: President, Vice President - Girls program, Vice President Boys program, Vice President - Community Affairs, Vice President—Operations, Secretary and Treasurer. The Directors shall be elected for two (2) year terms except in the initial election in which three (3) of the seven (7) will be elected for one- (1) year terms.

4.03 Vacancies: Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary. Resignation will be effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring by resignation from the Board of Directors shall be filled by the remaining Directors. The Board will fill the vacancy within two months of the effective date of the resignation. The new Director appointed to fill the Vacancy will serve until the next regularly scheduled election regardless of the election cycle. At that election, the membership will elect a replacement for the vacated position. Election to fill an unexpired term does not change the cycle for the regular election of that particular office.

4.04 Removal. A Director not fulfilling his/her duties can be removed from position by a majority vote of the then sitting Board of Directors. Reasons for removal may include failure to attend seventy five (75) percent of meetings within (6) six months, failure to attend **two** meetings in a row with insufficient reason, failing to fulfill the responsibilities of the particular position, failing to adhere to the standards set by the Club or FYSA regarding conduct, or other reasons as justified. The Board member considered for removal will be notified of the action pending and the reasons for it at least one (1) week prior to the meeting at which the vote will be taken. he/she will be requested to attend the meeting and given an opportunity to discuss whether he/she should remain in position. Such cause shall be stated in the motion for removal. Replacement of a removed Director shall be by an election of the membership at the next regularly scheduled meeting.

4.05 Year-End Meeting. A year-end meeting will be held each May with the primary purpose of recapping the previous year seasonal year and ensuring successful transition into the next seasonal year.

4.06 Election Meeting. Elections shall be held each year in October at either a regularly scheduled meeting of the board or at a meeting called especially for holding elections.

4.07 Regular Meetings. Regular Meetings of the Board of Directors will be held at least monthly at the time and place proscribed by the board but always within the Wellington area. The schedule of monthly meetings shall be established for the year, and that schedule given in writing to each Director. That written schedule shall constitute notice to all Directors of regular meetings, and no further notice shall be required although such notice may be given. The President or any four (4) members of the Board may call additional meetings as needed. All meetings must be noticed through informal channels including e-mail and posted memos to all Club members. The purpose of the regular meetings shall be to set policy for the club.

All decisions not deemed either emergency or minor operational in nature shall be made by a majority of the Board at properly noticed regular meetings. Such decisions include at a minimum but are not limited to: all contracts, all hiring and firing, all major operating changes, all decisions affecting \$500 not previously designated in the annual budget.

From time to time the Board may conduct a workshop to address specific matters of interest to the Club. Board Workshops will be announced at least **30 days** in advance in accordance with policies established by the Village of Wellington.

Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation in a meeting shall constitute presence in person at the meeting.

4.08 Order Of Business: The Order of Business shall be as follows:

Call to Order
Roll Call
Review of the Agenda
Review of the Minutes
Financial Report
Girls and Boys Program Reports
Unfinished Business
New Business
Adjournment

The Board shall, from time to time, make temporary Operating Rules and Regulations for specific cases deemed necessary by the Board of Directors to carry out the objectives of the Club. Operating Rules and Regulations will be recorded by the Secretary in the official records. Each voting Board member shall be entitled to one vote on proposals brought before the Board. A quorum requires the attendance of five (5) voting Board members. All voting referenced herein and in the Rules and Regulations shall be done in accordance with this Article

4.09 Special Meetings. A special meeting of the Board of Directors may be called by either the President or any five (5) Directors or by written application of fifteen (15) percent or more of the membership of the Club. The person or persons authorized to call a special meeting of the Board of Directors shall choose and designate a public place, within what is generally considered to be Wellington, for holding any special meeting called by them.

4.10 Notice. Written or printed notice stating that place, day and hour of any special meeting of the Board of Directors will be delivered to each Director not less than seven (7) calendar days before the date of each meeting, either personally or by first class mail, or at the direction of the President, the Secretary, or the Director at his or her address as it appears on the records of the Club, with the postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

4.11 Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

- 4.12 Quorum: A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provision of the Articles of Incorporation, or any provision of these By-Laws.
- 4.13 Presumption of Assent. A Director of the Club who is present at a meeting of the Board of Directors at which action on any Club matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail the Secretary of the Club immediately after adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor on such action.
- 4.14 Commitments and Obligations. – The Board of Directors shall be charged with conducting the Club’s affairs in a fiscally responsible, legal and ethical manner. Commitments between the Club and any person may not exceed one year. All other commitments may not exceed three years. All Commitments or contracts aggregating more than \$1,000 must be approved by a majority of Directors.

In addition to complying with the requirements contained in these By-Laws and Club’s Rules and Regulations, in specific situations, before taking any action each Director should consider the following questions and, unless the answer to each question is “yes” the action should not be taken:

1. Is this action legal and ethical?
2. Will this action appear appropriate and fair to the Club’s membership?
3. Will the Board be able to defend its actions upon inquiry by the Village of Wellington.
4. Is it clear that the Club would not be embarrassed or compromised if this action were directly communicated to the public?

ARTICLE 5 - OFFICERS

- 5.01 Roster of Officers. The Officers of the Club will be President, Vice-President - Operations, Vice President – Boys Program, Vice President – Girls Program, Vice President, Community Relations, Secretary and Treasurer. Those officers comprise the Board of Directors. The Board of Directors may appoint assistant officers, committees, and agents, as the Board may consider necessary. In all cases where the duties of any officer, agent or employee are not prescribed by the By-Laws, such officer, agent or employee shall follow the order and instruction of the Board.

President. The President will be the Chief Executive Officer of the Club and will, subject to **the** control of the Board of Directors or Board Committees, supervise and control the affairs of the Club. The President will perform all duties incident to such office, and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board of Directors. In addition, the President or president’s designee will supervise all negotiations on behalf of the organization, call meetings as deemed necessary, establish an agenda with recommendations by the Board, assign duties and establish committees as necessary. In the president’s absence, the Vice President—Operations will preside, followed in succession for purposes of presiding by the Vice President—Community Affairs, Vice President—Girls Program, Vice President—Boys

Program.. The President may countersign all checks written by the organization. The President shall also serve as the liaison officer between the Club and the Florida Youth Soccer Association and any of its affiliates.

- 5.03 Vice-President--Operations The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President shall acquire a thorough knowledge of the By-Laws, Rules and Regulations of the Club and shall act as the Club Parliamentarian. The Vice President – Operations shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President – Operations or his or her designee shall be responsible for the scheduling of the fields, referees and facilities to avoid conflict, an assuring the physical condition of the fields and equipment for every match. In addition the Vice President shall be responsible for the purchase of all uniforms, League supplies, such as nets, stakes, chalk, paint, corner flags, goals, and other items required to keep the field operational. The Vice President shall ensure that the Club complies with the Village of Wellington Parks and Recreation Department’s Sports Procedure Guidelines and obtain an annual field and facility permit from the Village.
- 5.04 Secretary. – The Secretary, or the Secretary’s designated assistant, shall: (1) Keep minutes of all meetings of members and the Board of Directors; (2) maintain records concerning the Club’s operating rules and regulations (3) be the custodian of the corporate records; (4) give all notices as are required by these By-Laws, serve as the official liaison with the Village of Wellington’s Parks and Recreation Department; and, generally, (7) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or that may be assigned from time to time by the Board of Directors. The Secretary, or the Secretary’s designated assistant, shall also coordinate local publication of the Club’s existence and purpose and post all meeting notices with the Village Clerk and the Parks and Recreation Department.

The Secretary shall also supervise the Club’s registrars who will be responsible for the registration of the players participating in the activities of Club, with the league or leagues in which the club shall have teams participating, the Florida Youth Soccer Association (FYSA), the United States Soccer Federation (USSF), the United States Youth Soccer Association (USYSA), and the Federation Internationale de Futbol (FIFA), as may be directed by the Board of Directors. The Registrars shall be responsible for the assignment of players to the various teams established by the Club, and in such regulations concerning age groups and other registrations requirements of the leagues.

The registrars should represent the organization at all District meetings, or appoint an alternate if necessary, make all State approved tournament information available to the Coach’s league representatives as applicable in all areas.

- 5.05 Treasurer. The Treasurer, or the Treasurer’s designated assistant, shall: (1) have charge and custody of all Club funds; (2) deposit the funds as required by the Board of Directors; (3) pay out funds as authorized by the organization and, where applicable, in accordance with approved contracts (4) shall be first signer and the President or designated Board Member shall be co-signer of any checks made out in the name of the organization. In his or her absence, any two authorized Board Members must sign. The Treasurer shall present a current statement of accounts to the Club upon call of the Board and perform other such duties as may be delegated to him. The Treasurer will have overall responsibility for all financial reports and filings. The Treasurer shall also supervise a qualified individual who will keep and maintain adequate and correct accounts of

the Club's properties and business transactions and who will prepare financial statements and management reports to the Directors (and Members) as required by the Board of Directors or Members or by law; and perform in general all duties incident to the office of Treasurer and other such duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or that may be assigned from time to time by the Board of Directors.

By April 15th of each year, the Treasurer will receive budget requests from each Board Member and will assemble said requests into budget form for presentation, discussion and revision and tentative adoption during the May Board Meeting. The Budget must be presented in sufficient detail so as to allow a member to determine the amount of total compensation paid to each paid staff member including coaches, trainers and all contractors during the past fiscal year and for budget year. It also must show tentative fees for each player. The tentative fee schedule must be set by the date of annual tryouts.

- 5.06 Vice President – Boys Program. – The Vice President – Boys Program shall be the liaison among the coaches and managers in the Boys Program and the Board of Directors. The Vice President - Boys Program will be responsible for disseminating information to all coaches and managers in the Boys Program including information concerning scheduled meetings, league reports, tournament information, field closure and availability, changes in Rules and Regulations, and any other information that the President or Board of Directors determines needs to be disseminated to the coaches and managers, their teams, players and their parents. The Vice President – Boys Program shall also be responsible for the development of annual and long-term goals for the program. Upon approval of the goals by the Board of Directors, the Vice President – Boys Program shall ensure that the program's supervising staff member, e.g. Director of Coaching – Boys Program submits a written monthly report to the Board of Directors outlining among other things, each team's progress towards the achievement of goals, operational issues and any other matters that the Board of Directors deems relevant. In addition, the Vice President - Boys Program shall be responsible for ensuring that the coaches in the boys' program comply with Village of Wellington Parks & Recreation Department Sports Procedures Guidelines.
- 5.07 Vice President – Girls Program. – The Vice President – Girls Program shall be the liaison among the coaches and managers in the Girls Program and the Board of Directors. The Vice President - Girls Program will be responsible for disseminating information to all coaches and team managers participating in the Girls Program including information concerning scheduled meetings, league reports, tournament information, field closure and availability, changes in Rules and Regulations, and any other information that the President or Board of Directors determines needs to be disseminated to the coaches and managers, their teams, players and their parents. The Vice President – Girls Program shall also be responsible for the development of annual and long-term goals for the program. Upon approval of the goals by the Board of Directors, the Vice President – Girls Program shall ensure that the program's supervising staff member, e.g. Director of Coaching – Girls Program submits a written monthly report to the Board of Directors outlining among other things, each team's progress towards the achievement of goals, operational issues and any other matters that the Board of Directors deems relevant. The Vice President – Girls Program shall be responsible for ensuring that the coaches in the girl's program comply with Village of Wellington Parks & Recreation Department Sports Procedures Guidelines.
- 5.08 Vice President - Community Relations. The Vice President, Community Relations shall develop and organize activities to generate funding from the community and from the solicitation of sponsorships to support the Club's activities. The Vice President – Community Relations shall serve and the Club's volunteer coordinator and shall also oversee the Club's scholarship program. In addition, the Vice President – Community Relations or his/her Board approved

designee will oversee the maintenance and administration of the Club's Web Site, publish the results obtained by the Club's teams, its activities, the holding of tryouts for new players and coordinate team and Club photographs.

ARTICLE 6 – ELECTIONS

- 6.01 Initial Election The initial election shall take place in October 2004. All seven (7) seats comprising the Board of Directors will be up for election during the initial election. The positions of President, Vice President - Boys, Vice President - Girls, and Vice President-Community Affairs will be elected for two-year terms. The positions of Treasurer, Secretary and Vice President - Operations will be elected for one-year terms. Following the initial election, each officer will be elected for a two-year term.
- 6.02 At a meeting called by the President thirty (30) days before the election meeting or any other period required by the Village of Wellington's Sports Guidelines, the nominating committee shall submit a list of names for each office to be voted on that year. These members shall be contacted in advance and agree to serve if elected.
- 6.03 At the time of elections, additional nominees, who are willing to serve, may be submitted from the floor.
- 6.04 Election of Club Directors shall be by ballot by the voting membership at the election meeting.
- 6.05 The nominating committee shall collect and tabulate all ballots. After tabulation, the Chairman shall report the results to the President who shall read aloud the names of the newly elected Directors.
- 6.06 Newly elected Directors shall take office at the next regular meeting of the board following the election meeting. Outgoing Board Members will attend the next two Board Meetings to assist in the transition from one year to the next. (Only currently serving Board Members will be able to vote).

ARTICLE 7 - DISSOLVEMENT

- 7.01 Should this organization be dissolved, all assets remaining after payment of all debts shall be turned over to the Village of Wellington's Parks and Recreation Department for the express purpose of development and promotion of youth soccer.

ARTICLE 8 – PROTESTS AND APPEALS

8.01 Grievance/Dispute Resolution

Complaint Received:

Any complaint received by the Club, against a board member, coach, assistant coach, parent/guardian, player, for any violation of the code of conduct, or code of ethics as adopted by the Club, must be submitted to the president of the provider group in writing.

Any violations of the NYSCA code of ethics, must be submitted in writing to the NYSCA, and will be handled separately by the NYSCA.

Public Hearing:

Within seven (7) calendar days of receiving the written complaint, the president of the provider group will convene a hearing committee of not less than three board members from the recognized provider to conduct a public hearing that will give the board member, coach, assistant coach, parent/guardian, player, the opportunity to respond to the complaint (if at all possible, the hearing committee should not include the president of the provider group on the panel, however, the president should act as the panel moderator).

The Village will provide a room for the public hearing.

The hearing shall be tape recorded and conducted in an open forum with all parties present at all times during the hearing. The hearing committee shall hear the evidence (written and/or verbal) from all concerned parties, and determine what, if any disciplinary action, shall be taken against the board member, coach, assistant coach, parent/guardian, or player.

The president of the provider group will have the responsibility to notify in writing (certified mail, return receipt requested), within five (5) calendar days following the hearing, the complainant and the Village Parks and Recreation Director, or his/her designee of the disciplinary action being taken against the board member, coach, assistant coach, parent/guardian, or player.

Disciplinary Actions:

Possible actions to be taken against the board member, coach, assistant coach, parent/guardian, player, may include, but not be limited to one, or a combination of, the following:

- Verbal warning.
- Request for written apology.
- Probation.
- One game suspension.
- Multiple game suspension.
- Season suspension.
- Multiple season suspension.

Appeal:

If the board member, coach, assistant coach, parent/guardian, player, desires to appeal the disciplinary action that has been issued against them, the board member, coach, assistant coach, parent/guardian, player, must submit in writing to the president of the provider group their intent to appeal and the grounds on which the appeal is being made. This written appeal must be received by the president of the provider group within ten (10) calendar days after the board member, coach, assistant coach, parent/guardian, player, has been notified that disciplinary action is being taken against them.

Upon receipt of the written notice to appeal, the president of the provider group will convene, within seven (7) calendar days, a hearing appeal panel of not less than three members of the provider's board, or three members of another Village recognized providers board, who did not serve on the original panel. This panel will review the tapes of the original meeting along with the written evidence submitted at the original hearing to determine if the penalty assessed the board member, coach, assistant coach, parent/guardian, player, was appropriate. This meeting will be open to all concerned parties.

Following presentation of the appeal, the hearing appeal committee will issue their recommendation to either uphold the original disciplinary action or reduce the penalty. The president of the provider group will have the responsibility to notify in writing (certified mail, return receipt requested), within five (5) calendar days following the hearing, the complainant and the Village Parks and Recreation Director, or his/her designee the results of the appeal.

Where applicable, the following FYSA protests and appeals procedures will apply:

- 8.02** The protests and appeals procedures and fee shall be those outlined in the FYSA guidelines, which includes, but is not limited to:

The protest/appeal must be in writing and described in detail.

Protests/appeals must make reference to specific rules, regulation, law, etc., in which the protest/appeal is based.

The protest/appeal must be mailed or presented within seven (7) days from the date of occurrence and must be accompanied by the appropriate fee in the form of cash, money order or cashier's check.

- 8.03** All F.Y.S.A. protests and appeals shall be directed to the Vice President - Boys Program or Vice President - Girls Program who will present them to the Board within ten (10) days of receipt, or sooner, if playoffs or inter-league play will be affected by the outcome of the protest. The Vice President – Boys Program or Vice President – Girls Program must respond to all protests within two (2) weeks of receipt, Sundays and holidays excluded.
- 8.04** No official, club, league, team, referee or player may invoke the aid of the Courts within the state until all avenues of approach of protest and appeals procedures are exhausted through regular channels of organized soccer.

ARTICLE 9 - PARLIAMENTARY PROCEDURES

- 9.01 Parliamentary procedures under the By-Laws of the Organization shall be governed by Robert's Rules of Order, latest edition.

ARTICLE 10 - AUDITORS

- 10.01 Two (2) active members of the organization shall be appointed to assist with the audit of the accounts and records of the organization annually, or at any other time at the discretion of the Board of Directors. If deemed necessary an outside source can be retained to perform this function.
- 10.02 They will report their findings in writing to the Board of Directors at any regular meeting.

ARTICLE 11 - FISCAL YEAR BUDGET

- 11.01 The Board of Directors shall prepare a proposed budget for the next fiscal year. The budget shall be prepared according to the mandates outlined under duties of the Treasurer.
- 11.02 This proposed budget shall be presented to the Board of Directors in a meeting for adoption prior to August 31.
- 11.03 Copies of the proposed budget shall be sent to each Board member ten (10) days before the meeting. Budget must be approved by a majority vote of the Board members at that meeting.

ARTICLE 12 - STANDING COMMITTEES

- 12.01 COMPETITION COMMITTEE – Shall be comprised of a minimum of two (2) board members and a minimum of one non board member.

DUTIES: Consider and review proposals for changes to the Club's Bylaws, and Rules and Regulations. It shall make recommendations to the Board of Directors on these proposed changes.

- 12.02: FUNDRAISING COMMITTEE

DUTIES: To assist the Vice President – Community Relations in the planning, preparation and scheduling of Club sponsored fundraising activities.

- 12.03: CONCESSION COMMITTEE

DUTIES: To assist the Vice President – Operations in the operation of the concession stands during the Club's season and during tournament play. To ensure that all concession activities involving Village of Wellington facilities or land are conducted in accordance with the provisions outlined in the Village of Wellington Concession Agreement

- 12.04: UNIFORM COMMITTEE

DUTIES: To assist the Vice President - Operations in seeking out vendors for different uniforms and to present three (3) choices of uniforms to the Board of Directors for selection by the Board of Directors. To administer the ordering, receipt, stocking and issuance of an appropriate uniform for all players on a timely basis.

12.05 LEAGUE REPRESENTATIVES

DUTIES: To assist the Vice President -- Boys Program and Vice President -- Girls Program and Club's coaching staff and teams by acting as the liaison between the Club and any Leagues in which the Board of Directors determines that the Club's teams shall play.

12.06 NOMINATING AND ELECTIONS COMMITTEE

The Nominating and Elections Committee, appointed by the President, shall be a committee made up of three individuals. Two of these individuals will be from the general membership and one shall be from the Board of Directors. It shall be the responsibility of the Nominating and Elections Committee to seek qualified candidates for the Board of Directors and verify with those candidates that they shall serve if elected. The committee shall recommend a candidate(s) to the general membership

12.07 OTHER COMMITTEES

Additional committees may be formed as deemed necessary by the Board of Directors.

ARTICLE 13 – OPERATIONS

13.01 Fiscal Year. The fiscal year of this corporation shall be from June 1 to May 31 of the following year.

13.02 Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Club shall be signed by the Treasurer and countersigned by another authorized Board member. Contracts, leases, or other instruments executed in the name of and on behalf of the Club shall be signed by the President and countersigned by another authorized Board Member, and shall have attached copies of the resolution of the Board of Directors (certified by the Secretary) authorizing such execution. In addition, any contract, lease, or other instrument obligating the Club monetarily or otherwise for more than one year must be signed by two thirds of the Board of Directors.

13.03 Books and Records. The Club shall keep correct and complete books and records of accounts and minutes of the proceeding of its Board of Directors, and Board Committees and Coaches Meetings. The Club will keep at its registered office a membership register giving the names, addresses, and showing the classes and other details of its membership of each, and the original or a copy of its By-Laws including amendments to date certified by the Secretary of the Club.

13.04 Inspection of Books and Records. All books and records of the Club may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand.

13.05 Nonprofit Operations; Compensation. The Club shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Club shall be distributed to its Members, Officers, or Directors. The Club may, however, pay compensation at prevailing market rates to Members, Officers, or Other Directors for services rendered. Market rates must be supported by independent data and approved by the Board of Directors. Contracts with individuals for Coaching and all other services will be limited to a one-year.

- 13.06 Loans to Management. The Club shall make no loans to any of its Directors or Officers, or to any of its key management or other personnel
- 13.07 Corporate Assets. No Member or Incorporator may have any vested right interest, or privilege of, in, or to the Club's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.
- 13.08 Code of Conduct Every Member, Associate Member, player, Head Coach and Assistant Coach shall be given the Club's Code of Conduct, which will be prepared by the Board of Directors. All persons affiliated with the Club in any manner shall abide by the Code of Conduct.

ARTICLE 14 INFORMAL ACTION

- 14.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be determined equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.
- 14.02 Action by Consent. Any action required by law or under the Articles of Incorporation of these By-Laws, or any action that otherwise may be taken at a meeting of either the Members or the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

ARTICLE 15 AMENDMENTS

- 15.01 Amendments of Articles of Incorporation. The power to alter, amend, or repeal the Articles of Incorporation of the Club is vested in the Board of Directors. Such actions must be taken pursuant to a resolution approved by the majority of the Directors and approved by two-thirds of the entire Board of Directors.
- 15.02 Modification of By-Laws. The power to alter, amend, or repeal these By-Laws, or to adopt new By-Laws, insofar as is allowed by law, is vested in the Board of Directors subject to the approval of two-thirds of the entire Board of Directors and the Village of Wellington.

ARTICLE 16

- 16.01 In the event these By-Laws do not address a specific issue, the By-Laws of FYSA shall apply.